

Memorandum



Date: December 3, 2013

To: Honorable Chairwoman Rebeca Sosa
and Members, Board of County Commissioners

From: Carlos A. Gimenez
Mayor

A handwritten signature in black ink, appearing to be "Carlos A. Gimenez", written over a horizontal line.

Agenda Item No. 1(F)1

Subject: Sunset Review of County Boards for 2013 – Vizcaya Museum and Gardens Trust

In accordance with the provisions of Section 2-11.40 of the Code of Miami-Dade County, I am transmitting the 2013 Sunset Review of County Boards Report for the Vizcaya Museum and Gardens Trust. The Trust approved the attached report at its meeting of September 12, 2013 and has recommended the continuation of its board.

A handwritten signature in black ink, appearing to be "Lisa M. Martinez", written over a horizontal line.

Lisa M. Martinez, Senior Advisor
Office of the Mayor

mayor00614

Date: September 12, 2013
To: Carlos A. Gimenez
Mayor
From: Jose A. Villalobos, Esq.
Chairperson, Vizcaya Museum and Gardens Trust
Subject: Sunset Review of County Boards for 2013 – Vizcaya Museum and Gardens Trust

Pursuant to Section 2-11.40 of the Code of Miami-Dade County, I am submitting the 2013 Sunset Review of County Boards Report for the Vizcaya Museum and Gardens Trust for transmittal to the Board of County Commissioners (BCC). The Board approved the attached report at its meeting of September 12, 2013.

It is recommended that the BCC approve the continuation of the Vizcaya Museum and Gardens Trust.

BACKGROUND

The Vizcaya Museum and Gardens Trust was created on July 28, 1998. The Trust is charged with developing policy to further the mission of the museum and through the Executive Director, operate, maintain, preserve and promote this exceptional National Historic Landmark for the citizens of Miami-Dade County and visitors to South Florida.

Because of the accomplishments of the Trust, not only since January 1, 2009, but since its creation, continuation of the Vizcaya Museum and Gardens Trust is recommended.



Jose A. Villalobos, Esq.
Board Chairperson

**SUNSET REVIEW QUESTIONNAIRE
MIAMI-DADE COUNTY BOARDS
2013**

I. GENERAL INFORMATION

1. Name of Board reporting: Vizcaya Museum and Gardens Trust
2. Indicate number of board members, terms of office, and number of vacancies:
Number of Board Members: 24
Terms of Office: Staggered three-year terms
Number of Vacancies: Currently 4 Vacancies
3. Identify number of meetings and members' attendance (Attach records reflecting activity from **Jan. 1, 2011** through **December 31, 2012**):
Number of Meetings: 13
Number of Meetings with a Quorum: 13
Attendance Records: See Attachment A
4. What is the source of your funding? Vizcaya Museum and Gardens
5. Date of Board Creation: July 21, 1998
6. Attach a copy of the ordinance creating the Board (Please include all subsequent amendments): See Attachment B
7. Include the Board's Mission Statement or state its purpose:
Vizcaya Museum and Gardens is a National Historic Landmark that preserves the Miami estate of agricultural industrialist James Deering to engage our community and its visitors in learning through the arts, history and the environment.
8. Attach the Board's standard operating procedures, if any. Not applicable
9. Attach a copy of the Board's By-Laws, if any: See Attachment C
10. Attach a copy of the Board minutes approving the Sunset Review Questionnaire, including a vote of the membership: See Attachment D

II. EVALUATION CRITERIA

1. Is the Board serving the purpose for which it was created? (Please provide detailed information) Yes, the Vizcaya Museum and Gardens Trust continues to service the purpose for which it was created. The Trust met 6 times during calendar year 2011 and 7 times during calendar year 2012. Trust committees have been established to work on specific tasks as defined by Miami-Dade Ordinance No. 98-112 – these various committees have met many times over the last two years.
2. Is the Board serving current community needs? (Please provide detailed information) The Trust continues to serve current community needs by overseeing preservation and accessibility of Vizcaya. In 2011 Vizcaya welcomed over 178,000 patrons and in 2012 over 182,000 patrons through public programming, general admission and our facility rental program.
3. What are the Board's major accomplishments?
 - a. Last 24 months
 - With staff and stakeholders received Vizcaya's 10-year re-accreditation from the American Alliance of Museums

- Completed a yearlong, privately funded planning process in collaboration with its private support organization, The Vizcayans, to review Vizcaya's governance, financial stability and master plan and supported staff's efforts to establish a new five-year Strategic Plan.
- Through a competitive process, approved a contract with Thornton Construction for the replacement of the Skylight over the Main House and Courtyard; this project (funded by a grant through FEMA and the Miami-Dade County General Obligation Bond) was completed on schedule and within budget
- Through a competitive process, approved a contract with Solares Electrical to complete upgrades to Vizcaya's life safety and fire safety systems
- Supported staff efforts to launch Vizcaya's first Audio Tour; in Fiscal Year 2011 – 2012 more than 12,000 visitors took the *Discover Vizcaya* audio tour in English, Spanish, Haitian Creole, French and Portuguese
- Supported staff efforts to secure a \$150,000 grant from the Florida Inland Navigation District (FIND) to stabilize the north shoreline of Vizcaya from erosion and flooding
- Updated facility rental policies in accordance with a request by the American Alliance of Museums to protect our nearly 100 year old National Historic Landmark
- Supported staff efforts to complete the Outdoor Sculpture Conservation project (funded in part by major grants from the Tiffany and Company Foundation and the U.S. Department of the Interior) with Conservation Solutions, Inc.
- Approved the deaccession, transfer, and return to the Deering Estate (Miami-Dade Parks, Recreation and Open Spaces Department) of various collections objects, associated with Charles Deering and his family
- Through staff completed Vizcaya's first-ever Cultural Landscape Report which guides the preservation, stewardship, presentation and management of Vizcaya's historic gardens as part of the Museum's Master Plan; funded by private donations
- Supported efforts to raise funds and continue the successful Lunch & Learn series—providing donors with an in-depth look at current activities within the Museum—and the Contemporary Arts Project—which invites artists to develop site-specific work inspired by Vizcaya and to provide our visitors with new insight into the historic property

b. Since established

- Approved a Strategic Plan for Vizcaya Museum and Gardens, with goals and accomplishments in 7 areas of operation, encompassing the care and interpretation of Vizcaya's buildings, grounds and collections

**SUNSET REVIEW QUESTIONNAIRE
MIAMI-DADE COUNTY BOARDS
2013**

- Approved operating agreements with private support organization, The Vizcayans, and supported staff efforts to integrate the Vizcaya Volunteer Guides fully into Vizcaya Museum and Gardens
 - Through the Learning Division, increased audiences at local programming, including the popular Moonlight Garden Tour and Viewing Vizcaya film series
 - Participated in the development of approved a comprehensive Master Plan encompassing the entire estate
 - With Board of County Commission approval, revised Vizcaya's mission statement
 - Approved a vision statement for the museum
 - Organized public information programs in conjunction with the formulation of the GOB, which combined with The Vizcayans' leadership support of this important referendum
 - Through staff completed the GOB-funded Phase 1 capital improvement project which included complete restoration of the East and West Gate Lodges; rebuilding and enhancement of the Café and Shop along with the upgrade of many basement structural and infrastructural systems; major utility upgrades and a stormwater management system
 - Worked with The Vizcayans to complete numerous important restoration projects using private dollars, including restoration of the Frog Fountain, Mound Fountain (500 years old), the Bacchus Fountain (2000 years old), four garden gazebos, Admiral Carpet that once belonged to the grandfather of King Ferdinand of Spain, and many others.
 - Through the Vizcaya Volunteer Guides and staff, facilitate hundreds of guided tours for visitors each year relying principally on volunteer labor.
4. Is there any other board, either public or private, which would better serve the function of this board? There are no other boards, either public or private, which would better serve the function of this board.
5. Should the ordinance creating the Board be amended to better enable the Board to serve the purpose for which it was created? (If "Yes", attach proposed changes) As noted above, a consulting firm was engaged in 2012 to conduct a planning process to evaluate Vizcaya's organizational structure with the goals of elevating operational and financial performance. The consultant conducted in-depth research on cultural-sector public-private partnerships in Miami-Dade County and beyond. The roles of the Trust and The Vizcayans (the Trust's 501(c)(3) partner) were reviewed. Following extensive analysis of Vizcaya's operations, the Trust gave preliminary approval to the consultant's recommendations that Vizcaya pursue substantial reorganization to unify and enhance the effectiveness of Vizcaya's supporters and staff. In close consultation with the Mayor's Office, the Trust and Vizcaya staff are now poised to explore this possibility in greater detail. Specifically, it is recommended that, under Miami-Dade County's ongoing ownership and oversight, the museum's management and fundraising be overseen by a single management organization, the exact nature of which will be defined and approved by the BCC. It is anticipated that

such management organization would be better-positioned to address the organization's unusual needs as an accredited museum and a National Historic Landmark and more successful at advancing private fundraising. As the research continues, the Trust, through the Mayor's Office, will share its findings and recommendations regarding reorganization with the BCC for consideration.

6. Should the Board's membership requirements be modified? Along with the planning process, careful review of the of the membership requirements of the board is underway.
7. What is the operating cost of the Board, both direct and indirect? (Report on FY 2011 and FY 2012). Less than \$1,000 per fiscal year.
8. Describe the Board's performance measures developed to determine its own effectiveness in achieving its stated goals. The Vizcaya Museum and Gardens Trust measures the organization's effectiveness through evaluation of the Executive Director relative to the museum's Business Plan and Strategic Plan and the performance measures stated therein. Additional Trust-specific performance measures have not been adopted.

Vizcaya Museum and Gardens Trust

Attachment A

Attendance Records

Member Name	13-Jan-11	10-Mar-11	12-May-11	14-Jul-11	15-Sep-11	10-Nov-11	12-Jan-12	13-Feb-12	8-Mar-12	10-May-12	12-Jul-12	13-Sep-12	8-Nov-12
Abad, Magali	P	E	E	E	E	P	E	P	-	-	-	-	-
Barquist, Lisa Hu	-	P	E	E	P	E	P	E	E	E	E	E	P
Blumberg, Max	E	P	E	P	E	E	P	E	E	P	P	E	E
Jowe, Leslie	-	-	-	-	-	E	P	P	E	P	P	E	-
Bustamante, Ana	E	E	E	E	-	-	-	-	-	P	P	E	P
Clyne, Ruth	P	E	E	P	P	P	P	P	P	P	P	P	P
Cole, Carlton	P	P	P	P	P	P	P	P	P	P	P	P	P
Cordeiro, Graciela	-	-	-	-	-	-	-	-	-	P	E	E	E
Cuellar-Vidal, Lyse	-	-	-	-	-	-	-	-	-	P	E	E	-
Fletcher, Greg	E	E	E	A	E	E	P	A	P	E	E	E	E
Gonzalez, Mirelle C.	P	P	P	P	P	P	P	P	P	P	P	P	-
Heinley, Kathy	P	P	P	P	P	P	P	P	P	P	P	P	P
Holmes, Stella	P	E	P	P	P	P	P	P	E	P	E	E	P
Jones, Cathy	E	P	E	E	A	A	A	P	A	E	A	P	A
Kelly, Megan	P	P	E	A	A	A	A	P	A	E	A	E	P
Khosravi, Shawn	P	-	P	P	P	P	P	P	E	P	P	P	P
Kress, Donald	P	P	E	E	P	P	E	E	E	P	P	E	E
Martinez, Lisa	-	-	-	-	-	-	E	E	E	P	P	P	P
McGhee, Rayfield	P	P	P	P	P	P	P	P	P	P	P	P	E
Meyersohn, William	P	P	P	P	P	P	P	P	P	P	P	E	A
Rynor, Jeffrey	P	E	P	E	E	P	A	E	-	P	E	P	P
Tavakoly, Adam	-	-	-	-	-	-	-	-	-	P	E	P	P
Varela, Ana Moran	A	P	P	E	A	E	A	P	E	E	A	A	A
Villalobos, Jose	E	P	E	P	P	P	P	P	P	E	P	P	P
Voisky, George	P	E	P	P	P	P	P	P	P	E	P	E	P

P = Present
A = Absent
E = Excused

- = Not a Member
at the time of this
meeting

ARTICLE LXXXI. VIZCAYA GARDENS AND MUSEUM TRUST

Sec. 2-1111. Creation of the Vizcaya Museum and Gardens Trust.

There is hereby created and established as an agency and instrumentality of Miami-Dade County a revocable trust which shall be named and known as the Vizcaya Museum and Gardens Trust (hereinafter referred to as "the Trust").

(Ord. No. 98-112, § 1, 7-21-98)

Sec. 2-1112. Designated facilities.

A. *Facilities designated as Vizcaya Museum and Gardens.* As used herein, the term "Vizcaya Museum and Gardens" shall include:

- (1) That certain real property acquired by the County on November 1, 1952 by Warranty Deed, recorded in the public records of Miami-Dade County at Book 3673, Pages 64-69 (main house and surrounding gardens), subject to certain restrictive covenants;
- (2) That certain real property acquired by the County on November 9, 1955 by Warranty Deed, recorded in the public records of Miami-Dade County at Book 4193, Pages 345-351 (Vizcaya Farm Village and surrounding property), subject to certain restrictive covenants; and
- (3) That certain personal property and art objects located in 1952 in the main residential building of Vizcaya, James Deering Estate and subsequently acquired by Miami-Dade County.

(Ord. No. 98-112, § 2, 7-21-98)

Sec. 2-1113. Governing body.

A. *Members.* The governing body of the Trust shall be a Board of Trustees composed of twenty-four (24) members, none of whom shall be employees of the Trust. The members shall be the following:

- (a) One (1) appointment from each member of the Board of County Commissioners;
- (b) One (1) appointment by the Executive Mayor;
- (c) The Miami-Dade County Manager or his designee;
- (d) The President of the Vizcayans;
- (e) The Chairperson of the Foundation of Villa Vizcaya;
- (f) The President of the Guides;
- (g) The Chairperson of the Black Archives, History and Research Foundation of South Florida, Inc. or designee;
- (h) A Representative of the Deering/Danielson Family chosen by the Trust;
- (i) The President or Chairperson of the Cultural Affairs Council.
- (j) The Director of the Miami-Dade Park and Recreation Department.
- (k) The Chairperson of the Miami-Dade Hispanic Advisory Board.
- (l) The Chairperson of the Miami-Dade Asian American Advisory Board.

Individuals shall be appointed based on the following criteria:

- (a) Knowledge of and demonstrable service to Vizcaya Museum and Gardens;
- (b) Knowledge of and service to museums;
- (c) Representation of the diverse populations of the Miami-Dade County community;
- (d) Ability to expand involvement in Vizcaya to communities that have historically not utilized and supported Vizcaya; and
- (e) Special expertise in areas of museum collections, architectural preservation, environmental science, history, museum interpretation, landscaping, or historic preservation.

Members of the Trust shall serve without compensation but shall be entitled to reimbursement for necessary expenses incurred in the discharge of their duties. Each member must sign and abide by a code of ethics modeled after the most recent American Association of Museum's Code of Ethics.

B. *Vacancies on Board of Trustees.* Vacancies on the Board of Trustees shall be filled in the same manner by which the original Trustees were appointed, with a special emphasis on choosing persons who represent the demographic composition of the entire community. When an initial or subsequent vacancy exists, the Executive Director of Vizcaya Museum and Gardens shall notify the appointing entity by registered mail, return receipt requested. Such notice shall inform the appointing entity of the vacancy

and the fact that the Board of Trustees shall appoint an individual to serve if the vacancy is not filled within ninety (90) days of receipt of the notice. Upon expiration of ninety (90) days from the date of the

delivery of such notice, the Board of Trustees may appoint an individual to serve that position until expiration of the existing term.

C. *Qualifications of Members.* Each member of the Board of Trustees shall be a United States citizen and a permanent resident and duly qualified elector of Miami-Dade County, unless the Board of County Commissioners waives the residency requirement by a two-thirds (2/3) vote of its membership, and shall be of an outstanding reputation of integrity, responsibility, and commitment to serving the community.

D. *Tenure and Removal of Members.* All members shall serve staggered terms of three (3) years each, provided, however, of the original Board of Trustees, the Trust shall select seven (7) members for a term of one (1) year and seven (7) members for a term of two (2) years and nine (9) members for a term of three (3) years. No trustee shall be permitted to serve more than two (2) consecutive and complete terms of three (3) years each unless so authorized by two-thirds (2/3) vote of the full membership of the Board of County Commissioners. Trustees may be removed in accordance with the provisions of Chapter 2-11.38 of the Code of Miami-Dade County.

E. *Organization of the Board of Trustees.*

1. *Officers.* The Trust shall organize after the members thereof have qualified to serve and shall, each fiscal year, elect one (1) of its voting members as chairperson and one (1) of its voting members as vice-chairperson and shall designate a secretary who may or may not be a member of the Board, and such other officers as the Trust may determine to be necessary. In addition, the Trust shall make, adopt and amend by-laws, rules and regulations for its own governance and for the operation, governance, restoration, preservation and maintenance of designated facilities.

2. *Meetings.* The Trust shall hold regular meetings, no less than six (6) times per year, and such other meetings, as it deems necessary. Nine members shall constitute a quorum. Minutes shall be kept of all meetings of the Trust and all meetings shall be duly noticed to the public.

3. *Committees.* The chairperson shall nominate and the Trust shall appoint the chairperson and members of such committees as the Trust shall find helpful to their mission, however, no authority to act or speak in the name of the Trust shall be delegated to a committee. Each committee shall be chaired by a duly appointed member of the Trust, however, committee membership may include persons who are not members of the Trust. The Trust may establish or eliminate committees at its discretion.

4. *Applicability of County rules and procedures.* The Trust shall at all times operate under the Florida Open Government laws, including the "Sunshine Law," public meeting laws and public records laws and shall be governed by all State and County conflict of interest laws, as applicable, including the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, Sec. 1112-11.1 of the Code of Miami-Dade County.

5. *Voting Requirements.* Trustees may not designate alternates to vote on their behalf or vote by proxy.

6. *Protection from personal liability.* The members of the Trust may be included as insureds within the terms of any comprehensive general and professional liability insurance policies adopted by Miami-Dade County for the benefit of the Trust. Members shall, while acting within the scope of their duties, also be entitled to personal liability protection by Miami-Dade County, to the same extent that Miami-Dade employees and agents have such protection. Through the County Budgetary process, the Trust is empowered to obtain such additional Trust member's liability insurance as the Trust shall determine to be necessary, and the expense of such insurance shall be an expense of the Trust.

7. *Restriction on the Board.* Neither the Trust nor any of its members shall direct or request the appointment of any person to, or his removal from their position by the Executive Director or any of his subordinates, or take part in the appointment or removal of Miami-Dade employees at Vizcaya, provided, however, that the Trust and its members may take such actions regarding the removal and appointment of the Vizcaya Director as provided in this article. Except for the purpose of inquiry, the Trust and its members shall deal with the employees at Vizcaya solely through the Executive Director and neither the Trust nor any members thereof shall give orders to any subordinates of the Executive Director, either publicly or privately. Any willful violation of the provisions of this section by a member of the Trust shall be grounds for his or her removal from office by an action brought in the Circuit Court by the State Attorney

of this County. No Board member shall be eligible for the position of Director during or within two (2) years after the expiration of his or her latest term as a Board member.

8. *Attendance requirement.* Notwithstanding any other provision of this Code, any board member shall be automatically removed if, in a given fiscal year:

- (i) He or she is absent from two (2) consecutive meetings without an acceptable excuse;
 - (ii) He or she is absent from three (3) of the Board's meetings without an acceptable excuse; or
 - (iii) Whether excused or not, he or she misses two-thirds (2/3) of the Board's meetings in a given fiscal year. A member shall be deemed absent from a meeting when he or she is not present at the meeting at least seventy-five (75) percent of the time. An "acceptable excuse" is defined as an absence for medical reasons, business reasons, personal reasons, or any other reason which the Trust, by a two-thirds (2/3) vote of the membership, deems appropriate. By a two-thirds (2/3) vote of the members of the full Board of Trustees, the provisions of this section may be waived.
- (Ord. No. 98-112, § 3, 7-21-98; Ord. No. 00-126, § 1, 10-3-00)

Sec. 2-1114. Initial transitional scope of Trust authority.

For the transition period commencing from the effective date of the ordinance from which this article derives to October 1, 2000, the powers of the Trust include the following:

1. Prepare the Mission Statement for the Vizcaya Museum and Gardens. This Mission Statement shall meet AAM requirements and must address the purpose, function, membership, outreach, and aspirations of Vizcaya Museum and Gardens. It shall include short and long-term strategic plans for the operation, maintenance, interpretation, preservation and restoration in perpetuity of the Vizcaya Museum and Gardens, including the Farm Village, as a self-sustaining, AAM accredited museum of fine arts of national stature. Once approved by the Board of County Commissioners, the Mission statement will govern all actions by Miami-Dade County and its agents and employees concerning Vizcaya Museum and Gardens. The Trust may amend the Mission Statement from time to time, which shall be effective upon approval of the Board of County Commissioners.
2. Establish written schedules of rates, charges, and fees relating to Vizcaya, which shall be effective upon approval by the Board of County Commissioners.
3. Develop policies regarding Vizcaya Museum and Gardens which shall be binding on all Miami-Dade County departments, agents, users, and employees once approved by the Board of County Commissioners. The Trust shall develop policies governing and overseeing the management of:
 - (a) The role of support groups, including recognition, affiliation with the Museum and Gardens, creation, dissolution, oversight, audit, reporting requirements, use of the Vizcaya Museum and Gardens name, use of facilities, and community outreach by support groups;
 - (b) Membership programs;
 - (c) Education programs;
 - (d) Fee waivers and reductions;
 - (e) Acceptance of gifts and grants;
 - (f) Outreach programs for Miami-Dade County communities that have historically underutilized the Museum and Gardens;
 - (g) Preparation for any accreditation and re-accreditation processes;
 - (h) Exhibition policies;
 - (i) Appropriate stewardship of the collection and their management.
4. Negotiate and recommend contracts and agreements with support groups, which, upon approval by the Board of County Commissioners, shall govern the support groups. Such contracts shall include: the mission statement of the support group; standards to measure the accomplishments of the support group; terms and conditions for use and access to the Museum and Gardens; Miami-Dade County's and the Trust's authority to inspect and audit books and records of support groups; accounting and disposition of fund raising proceeds; reporting requirements; coordination of support group activities; and other related matters. The agreement with the support groups will address fund raising targets which will be based on the aggregate gross revenues of the support groups and contributions in kind by the Vizcaya Volunteer Guides. It is intended that the aggregate of such support group revenues and contributions in kind by the Volunteer Guides will be not less than five hundred fifty thousand dollars (\$550,000) per year, including amounts in excess of five hundred fifty thousand dollars (\$550,000) carried forward from year to year.

5. Develop such additional appropriate plans and ordinance amendments for the transition of the operation of the Museum and Gardens to a public/private operating partnership similar to the structure of other successful cultural institutions owned by Miami-Dade County.
 6. Exercise its powers regarding the budget of the Museum and Gardens as outlined in this article.
 7. Advise the County Manager, Mayor, Board of County Commissioners, the Director of the Park and Recreation Department, and the Executive Director of Vizcaya on matters relating to the operation and management of the Museum and Gardens.
- (Ord. No. 98-112, § 4, 7-21-98)

Sec. 2-1115. Scheduled expanded scope of Trust authority.

Subject to meeting the requirements set forth in Section 6, after October 1, 2000, the Trust shall have the following additional powers:

1. *Power to act.* The Trust shall be empowered to sue and be sued, to plead and be impleaded, to contract and be contracted with, and to have an official seal and alter the same. This provision shall not be construed to in any way affect the laws relating to governmental immunity.

2. *Contracts.* Except as otherwise provided by this chapter, the Trust as agent and instrumentality of Miami-Dade County, shall be authorized to act for Miami-Dade County in the performance and enforcement of all contracts pertaining to the Trust and designated facilities and existing on the effective date of this chapter, and shall additionally be empowered to negotiate and execute, subsequent to the effective date of this chapter, such contracts as are properly within the powers and duties of the Trust subject to the following limitations:

a. The Trust shall not, without prior approval of the Board of County Commissioners, enter into or amend any contract which shall require the expenditure of funds in excess of the amounts appropriated in the contractual services category of the section of the County budget pertaining to the operation of the Trust.

b. The Trust shall not, without prior approval of the County Commission, enter into or alter any contract the effect of which is to change substantially policies established by the Board of County Commissioners.

c. The Trust shall not be authorized to enter into a contract with any labor union or other organization representing employees without first having obtained the approval of the Board of County Commissioners. The County Manager through the County labor relations officer and the County personnel department shall be responsible for the negotiation of labor agreements with organizations representing Trust employees; however, the Trust and the Director shall be authorized to participate in such negotiations.

d. The Trust shall comply with the formal bid requirements of Section 4.03(D) of the Charter of Metropolitan Miami-Dade County, Florida, and for such purpose the term "Board" as used in Section 4.03(D) shall be construed to be the "Trust" and the term "Manager" shall be construed to be "the Director."

e. For all construction contracts, the Trust shall comply with the provisions of Article 11 of Chapter 10 of the County Code and the administrative procedures adopted pursuant to said section.

f. For all purchases of commodities and services, the Trust shall comply with the provisions of Section 2-8.2 of the County code and the administrative procedures adopted pursuant to said section.

g. It is specifically provided that contracts and amendments thereto executed by the Trust or other obligations incurred by the Trust, shall not be binding upon Miami-Dade County. In the event that the Trust is abolished, obligations of the Trust shall only be enforceable against Miami-Dade County to the extent that such obligations would have been enforceable with regard to business income which would have come into the possession of the Trust had the Trust not been abolished.

h. If the Trust intends to procure goods or services from an entity other than Miami-Dade County, the Trust must also solicit offers from Miami-Dade County. The Trust shall annually present a written report to the Board of County Commissioners that details the date, amounts, and circumstances of each such contract and explains why the offer from Miami-Dade County was not accepted.

3. *Property.* The Trust shall, subject to prior approval of the County Commission be authorized to purchase or otherwise obtain real property, the title to which shall be vested in Miami-Dade County and the possession and operating control of which shall be held in trust for Miami-Dade County under the provisions of this chapter.

The Trust shall not be authorized to sell, convey, mortgage, or otherwise impair or encumber the title to real property.

The Trust shall not, without having previously obtained the approval of the Commission, destroy, replace, or abandon real property. The Trust shall be authorized to maintain and repair designated facilities and may alter, modify, or make additions to such facilities whenever such changes are necessary for the proper operation and maintenance of such facilities. The Trust may buy and sell personal property provided, however, such personal property that constitutes part of the museum collection of the Trust may be sold only with the concurrence of the Board of County Commissioners.
(Ord. No. 98-112, § 5, 7-21-98)

Sec. 2-1116. Requirements for complete transition.

The additional powers and responsibilities shall be exercised by the Trust beyond those described for the initial transition period upon the following being produced and approved by the Board of the County commissioners:

1. A Transitional Plan setting forth the manner in which management of personnel, property and other resources are to be assumed by the Trust from the Park and Recreation Department.
2. Negotiated agreements with all support groups clearly reflecting roles and responsibilities of each in relation to the Trust, including how private fund raising is to be optimized and coordinated with other funding for the benefit of the facilities. Such private fund raising shall conform with the national Standards of Philanthropy established by the National Charities Information Bureau, including the requirement that no less than sixty (60) percent of annual expenses from privately generated funds be dedicated to program activities. The fund raising shall also follow Standards for Charitable Solicitations established by the Council for Better Business Bureaus.
3. By-laws, rules, regulations governing all of the Trust's contemplated activity.
4. Updated mission statement as required by Section 4, Paragraph I of this agreement.
5. Recommended standards of operations, including restoration, preservation and maintenance of the facilities.
6. Audited financial statements for all finances relating to activities supporting the facilities and which are not reflected in the County financial statements.
7. A report of decision-making and business activity indicating the Trusts' demonstrated ability to assume management responsibility of the facilities.
8. A report from the County Manager attesting to compliance with this article and recommendation to proceed with the October 1, 2000 transition.

The above requirements shall be met no later than March 30, 2000. It shall be at the sole discretion of the Board of County Commissioners to determine, at any time, whether to proceed with the complete transition.

(Ord. No. 98-112, § 6, 7-21-98)

Sec. 2-1117. Budget and finances.

1. The Vizcaya Museum and Gardens shall be operated as a proprietary fund. Separate accounts shall be established by the County that will allow for the segregated collection, deposit, maintenance and disbursement of funds derived from the operation of Vizcaya Museum and Gardens. It is intended that funds in such established accounts shall be used for the purpose of supporting the designated facilities, however, nothing shall prevent the use of funds for reimbursement of departmental and county indirect costs in support of the facilities consistent with generally accepted accounting principles as validated by the County's independent external auditor and for Vizcaya Museum and Gardens related activities.
2. The budget for Vizcaya Museum and Gardens shall be prepared by the Director of Vizcaya with the advice and recommendation of the Trust on official county budget forms in a format prescribed by the County Manager, and, for the transition period, shall be incorporated into the proposed budget of the Park and Recreation Department submitted to the County Manager. In the event any changes to the budget recommended by the Trust are made by any department or the County Manager, the County Manager, with the advice and recommendation of the Trust, shall ensure that the recommendations of the Trust are reported to the County Commission. Effective October 1, 2000, upon meeting the transition requirements of Section 6, the Trust shall prepare the budget for Vizcaya in accordance with this paragraph, but it shall be submitted directly to the County Manager. Nothing contained herein shall be construed to prohibit the Trust from submitting to the County Commission supplemental budget requests which, if approved by the Commission, shall constitute amendments to the official county budget.

(Ord. No. 98-112, § 1, 7-21-98)

Sec. 2-1118. Executive Director.

(a) *Autonomy Within Park and Recreation Department.* The Director of Vizcaya Museum and Gardens shall, for the transition period, report directly to the Director of the Park and Recreation Department. In recognition of the unique status and special needs of Vizcaya, the Vizcaya Director shall be afforded the maximum degree of management autonomy within the departmental structure without compromising necessary command and control requirements. Among other matters, the Executive Director shall have the authority and responsibility to alert the County Manager to any matter necessary and essential to protect the accreditation of the Vizcaya Museum and Gardens or to comply with this article. After October 1, 2000, upon meeting the transition requirements of Section 6, the Director of Vizcaya shall report directly to the Trust.

(b) *Authority and Responsibilities.* Within the confines of reasonable departmental command and control requirements, the Executive Director is authorized to conduct and manage the day-to-day operations of Vizcaya Museum and Gardens, including but not limited to:

1. Maintain the property, collections, and exhibits;
2. Manage all publications and educational programs;
3. Administer all sales programs;
4. Coordinate all membership, volunteer and support groups and programs;
5. Counsel, hire, terminate, and supervise all staff and employees pursuant to Miami-Dade County personnel rules;
6. Serve as Executive Director of the Trust;
7. Prepare and present the annual budget for the Vizcaya Museum and Gardens to the Park and Recreation Department, the County Manager and the Board of County Commissioners, subject to the advice and recommendation of the Trust;
8. File on behalf of Miami-Dade County all reports, applications, and documentation necessary to secure and maintain the accreditation of Vizcaya Museum and Gardens in accordance with County procedures;
9. Apply for and in conjunction with departmental management, serve as fiscal manager of gifts and grants for Vizcaya, in accordance with County procedures;
10. Ensure appropriate publicity and marketing;
11. Implement policy as established by the Board of County Commissioners and the Trust; and undertake such other activities which will further the mission of the Vizcaya Museum and Gardens within the confines of adopted budgets and operating rules and regulations and through appropriate chains of command.

(c) *Removal and Appointment.* The Director of the Park and Recreation Department, with the approval of the County Manager, shall have the authority to remove the Executive Director. After October 1, 1999, the Director of the Park and Recreation Department, with the approval of the County Manager and the Trust, shall have the authority to remove the Director. After October 1, 2000, upon meeting the transition requirements of Section 1116, the Trust shall have the authority to remove the Director with the concurrence of the County Manager. When a vacancy occurs, the vacancy shall be filled using the following process. No earlier than twenty (20) days and not later than forty-five (45) days from the occurrence of a vacancy, the Trust and the Director of the Park and Recreation Department shall submit the name or names of suitable candidates either jointly or individually to the County Manager, who may appoint from the list, or reject the list and request names of additional candidates. It is the intent that candidates shall be offered by the Trust and department on the basis of a competitive recruitment relying on the requisite level of appropriate experience and training. After October 1, 2000, upon meeting the transition requirements of Section 6, the Trust shall have the power to hire the Executive Director with the concurrence of the County Manager. Prior to October 1, 1999, any interim vacancy shall be filled by the Director of Park and Recreation. After October 1, 1999, any interim vacancy shall be filled by the Director of Park and Recreation, with the approval of the Trust. After October 1, 2000, any interim vacancy shall be filled by the Trust with the concurrence of the County Manager.

(Ord. No. 98-112, § 8, 7-21-98)

Sec. 2-1119. Continuing role of the Park and Recreation Department.

It is intended that the Park and Recreation Department will continue its contribution to the success of the Vizcaya Museum and Gardens. To this end, the Director of the Park and Recreation Department shall have the following responsibilities regarding Vizcaya:

- (a) To exercise the powers regarding the removal and appointment of the Director of Vizcaya as described in this ordinance.
- (b) In the event of a vacancy, to exercise the powers regarding appointment of an interim Director of Vizcaya as described in this ordinance.
- (c) To exercise the powers regarding the budget of Vizcaya described in this ordinance.
- (d) To provide management oversight and to provide recommendations to the County Manager and Trust. In recognition of these responsibilities, the Trust and Director of Vizcaya shall ensure that the Director of the Park and Recreation Department is advised of all reports, recommendations, and other actions affecting the management of the facilities in a timely manner. The Park and Recreation Department shall make its expertise and advice available to the Trust and the Director of Vizcaya at the appropriate times.

(Ord. No. 98-112, § 1, 7-21-98)

Sec. 2-1120. Relationship with Miami-Dade County.

As an agency and instrumentality of Miami-Dade County, the Trust shall be accountable directly to Miami-Dade County and subject to its Legislative and Executive powers. The Executive Director, on behalf of the Trust, shall serve as liaison to the County through the Park and Recreation Director and County Manager or his designee. This will remain as the official and primary means of communication between the respective parties; notwithstanding, as to day-to-day matters, there will be communication between County personnel, Vizcaya Museum and Gardens Trustees, committee members, personnel, and the County Commission, in compliance with the Sunshine Laws. The Trust described herein shall continue to be subject to modification or abolishment in whole or in part by duly enacted ordinance of the Commission. County Manager shall at all times be empowered to conduct audits of the Trust, its activities and that of the support groups. Legal opinions by the County Attorney's Office shall be binding upon the Trust.

(Ord. No. 98-112, § 10, 7-21-98)

Sec. 2-1121. Liberal construction to effectuate public purpose.

This article, being for the public purpose and for the long-term welfare of the Vizcaya Museum and Gardens facilities and the present and future citizens of Miami-Dade County, Florida, shall be liberally construed to effect the purposes hereof.

(Ord. No. 98-112, § 11, 7-21-98)

Sec. 2-1122. Replacement of policy committee by the Trust.

For the purposes of complying with the deed restrictions, and related agreements governing Vizcaya, the Vizcaya Museum and Gardens Trust shall replace and serve as the Policy Committee.

(Ord. No. 98-112, § 12, 7-21-98) Secs. 2-1123--2-1130. Reserved.

**BYLAWS
OF
VIZCAYA MUSEUM AND GARDENS TRUST**

**ARTICLE I
SCOPE OF BYLAWS AND EFFECTIVE DATE**

1.1 Scope of Bylaws

These Bylaws are intended to supplement the matters covered by Ordinance 98-112 without superseding or modifying any of its provisions. In the event of any conflict between the Ordinance and the Bylaws, the text of the Ordinance or any other application ordinance or law, shall govern.

1.2 Effective Date

These Bylaws will be effective October 1, 2000, upon the approval of the Board of County Commissioners approving the transition of powers, pursuant to Miami-Dade County Ordinance number 98-112.

**ARTICLE II
MISSION STATEMENT**

Vizcaya Museum and Gardens is a National Historic Landmark that preserves the Miami Estate of agricultural industrialist James Deering to engage our community and its visitors in learning through the arts, history and the environment.

**ARTICLE III
AUTHORITY OF TRUST**

A. Initial Powers. Section 4 of Ordinance 98-112.

1. Prepare mission statement that shall govern all County decisions regarding Vizcaya once approved by Board of County Commissioners.
2. Establish schedules of fees and rates for use of Vizcaya, which shall be effective upon approval of Board of County Commissioners.
3. Develop policies regarding support groups, membership programs, fee waivers, gifts, outreach, accreditation, exhibitions, stewardship, etc. which shall be effective upon approval by Board of County Commissioners.
4. Negotiate contracts with the support groups which shall be effective upon approval by Board of County Commissioners.
5. Develop plans and amendments to the ordinance to change the structure to public/private partnership similar to other Miami-Dade museums.
6. Exercise budget powers as described in Article 3 of these bylaws.
7. Advise the Board of County Commissioners and County officials regarding Vizcaya.

B. Additional Powers. Section 5 of Ordinance 98-112.

1. Sue and be sued.
2. Contract regarding Vizcaya, subject to following limitations:

- a. Contracts must stay within contractual services category of the Trust's budget as approved by the Board of County Commissioners;
 - b. Contracts must conform to policies established by the Board of County Commissioners;
 - c. Separate contracts with unions must be approved by the Board of County Commissioners;
 - d. Contracts must comply with formal bid requirements of section 4.03(D) of the County Charter (generally, sealed competitive bids);
 - e. Construction contracts must comply with Article II of chapter 10 of the County Code (bidding on public projects – small businesses);
 - f. Contracts for commodities and services must comply with provisions of 2-8.2 of the County Code and related administrative procedures (minority Business Enterprises);
 - g. Contracts by Trust shall not be binding on the County beyond business income of the Trust.
 - h. If the Trust procures goods and services from sources outside the County government, it must also solicit offers from the County and annually report why the County offers were not accepted.
3. Property.
- a. The Trust may purchase and obtain real property when approved by the County;
 - b. The Trust cannot sell, convey, encumber real property;
 - c. The Trust can repair facilities and alter facilities when necessary for the proper operation and maintenance.
 - d. The Trust may buy and sell personal property but may not dispose of items in its collection without concurrence of the Board of County Commissioners.

C. Budget and Finances. Section 7 (2) of Ordinance 98-112.

- 1. The Trust will prepare the budget which is submitted directly to the County Manager for inclusion in his or her proposed budget to the Board of County Commissioners.

ARTICLE IV BOARD OF TRUSTEES

The Board of Trustees is responsible for the direction and control of all matters pertaining to the Vizcaya Museum and Gardens within the limits set forth by the Vizcaya Trust Ordinance, Miami-Dade County Ordinance No. 98-112, and all other applicable county, state and federal laws.

4.1 Appointment of Trustees

Subject to the provisions of Ordinance, the Board of Trustees shall be appointed as follows:

- (a) Members. The governing body of the Trust shall be a Board of Trustees composed of twenty-four (24) members, none of whom shall be employees of the Trust. The members shall be the following:
 - (i) One appointment from each member of the Board of County Commissioners;
 - (ii) One appointment by the Executive Mayor;

- (iii) The Miami-Dade County Manager or his designee;
- (iv) The President of the Vizcayans;
- (v) The Chairperson of the Foundation of Villa Vizcaya;
- (vi) The President of the Guides;
- (vii) The Chairperson of the Black Archives, History and Research Foundation of South Florida, Inc., or designee;
- (viii) A Representative of the Deering/Danielson Family chosen by the Trust;
- (ix) The President or Chairperson of the Cultural Affairs Council;
- (x) The Director of the Miami-Dade Park and Recreation Department;
- (xi) The Chairperson of the Miami-Dade Hispanic Advisory Board.
- (xii) The Chairperson of the Miami-Dade Asian American Advisory Board.

(b) Criteria for Selection of Members. Individuals shall be appointed based on the following criteria:

- (i) Knowledge of and demonstrable service to Vizcaya Museum and Gardens;
- (ii) Knowledge of and service to museums;
- (iii) Representation of the diverse populations of the Miami-Dade County community;
- (iv) Ability to expand involvement in Vizcaya to communities that have historically not utilized or supported Vizcaya; and
- (v) Special expertise in areas of museum collections, architectural preservation, environmental science, history, museum interpretation, landscaping, or historic preservation.

Members of the Trust shall serve without compensation but shall be entitled to reimbursement for necessary expenses incurred in the discharge of their duties. Each member must sign and abide by a code of ethics modeled after the most recent American Association of Museum's Code of Ethics.

4.2 Qualifications of Trustees

Each member of the Board of Trustees shall be a United States citizen and a permanent resident and duly qualified elector of Miami-Dade County, unless the Board of County Commissioners waives the residency requirement by a two-thirds vote of its membership, and shall be of an outstanding reputation of integrity, responsibility, and commitment to serving the community.

The members of the Board of Trustees are expected to devote time by attending Board Meetings and committee service and shall use their knowledge to promote Vizcaya in the community.

4.3 Term of Trustees

All members shall serve staggered terms of three (3) years each, except the original Board of Trustees; the Trust shall select eight (8) members for a term of one (1) year and seven (7) members for a term of two (2) years and nine (9) members for a term of three (3) years. No trustee shall be permitted to serve more than two (2) consecutive and complete terms of three (3) years each unless so authorized by two-thirds (2/3) vote of the full membership of the Board of

County Commissioners, Trustees may be removed in accordance with the provisions of Chapter 2- 11.38 of the Code of Miami-Dade County.

Additionally, when the commissioner or executive mayor who appointed a board member leaves office, the term of his or her appointees to County boards shall expire.

4.4 Filling Vacancies

Vacancies on the Board of Trustees shall be filled in the same manner by which the original Trustees were appointed, with a special emphasis on choosing persons who represent the demographic composition of the entire community. When an initial or subsequent vacancy occurs, the Executive Director of Vizcaya Museum and Gardens shall notify the appointing entity by registered mail, return receipt requested. Such notice shall inform the appointing entity of the vacancy and of the fact that the Board of Trustees shall appoint a new member if the vacancy is not filled within ninety days of receipt of the notice. Upon expiration of ninety days from the date of the delivery of such notice, the Board of Trustees may appoint an individual to serve until expiration of the existing term.

4.5 Removal of Trustees

Trustees may be removed for several reasons, including but not limited to:

- (a) Violates of attendance requirements, see section 5.9 of Bylaws;
- (b) Fails to maintain residency in Miami-Dade County, unless this provision is waived, see section 2-11.38, Miami-Dade County Code.
- (c) Becomes a candidate for elective office, see section 2-11.38, Miami-Dade County Code.
- (d) Is removed by the Commissioner or Mayor who appointed him or her to the Trust, see section 2-11.38, Miami-Dade County Code.

4.6 Financial Disclosure

Trustees shall comply with all applicable State and County Code of Ethics and Financial Disclosure laws. Each member must sign and abide by a Code of Ethics modeled after the most recent American Association of Museum's Code of Ethics.

4.7 Sunshine Law, Public Record, and Conflict of Interest

The Trust shall at all times operate under the Florida Open Government laws, including the "Sunshine Law", public meeting laws and public records laws and shall be governed by all State and County conflict of interest laws, as applicable, including the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, Sec. 2-11.1 of the Code of Miami-Dade County.

4.8 Restriction of the Board

Neither the Trust nor any of its members shall direct or request the appointment or removal of any person from his or her position by the Executive Director or any of his subordinates, or take part in the appointment or removal of Miami-Dade employees at Vizcaya, provided, however, that the Trust may take such actions regarding the removal and appointment of the Vizcaya Director as provided in ordinance 98-112. Except for the purpose of inquiry, the Trust and its members shall deal with the employees at Vizcaya solely through the Executive Director;

neither the Trust nor any members thereof shall give orders to any subordinates of the Executive Director, either publicly or privately. Any willful violation of the provisions of this section by a member of the Trust shall be grounds for his or her removal from office by an action brought in the Circuit Court by the State Attorney of this County. No Board member shall be eligible for the position of Director during or within two (2) years after the expiration of his or her latest term as a Board member.

ARTICLE V EXECUTIVE DIRECTOR

5.1 Duties of the Executive Director

- a. Direct the annual work program for the preservation, maintenance and conservation of the site's grounds, exhibits and collections; manage approved capital projects.
- b. Direct all public access programs to the public through daily tours, educational programs, special events and the museum and gardens store.
- c. Administer all sales programs.
- d. Coordinate fundraising activities of support groups and other volunteer efforts to optimize operating and capital support through membership programs, applications to granting agencies and foundations, solicitation of donors and the development of volunteer support. Direct earned income activities to achieve operating revenue through such means as attendance, museum store sales, an appropriate property use plan and special events.
- e. Supervise all facility personnel and assure compliance with federal, state, and local laws, procedures and policies.
- f. Serve as Executive Director of the Vizcaya Museum and Gardens Trust. Coordinate activities of the Trust and its committees. Encourage and facilitate the Trust's involvement in the facility planning process, local policy making, and fundraising. Implement policy as established by the Board of County Commissioners and the Trust; and undertake such other activities that will further the mission of the Vizcaya Museum and Gardens within the confines of adopted plans, budgets and operating rules and regulations.
- g. Direct research programs for buildings, grounds, and collections and assure that correct information is integrated into interpretation, planning, and published materials.
- h. Design and direct site security and the safety of staff and visitors.
- i. Ensure appropriate publicity and marketing.
- j. Subject to the approval of the Trust, Prepare and present the annual budget for the Vizcaya Museum and Gardens to the County Manager and the Board of County Commissioners; develop long and short-range plans for ongoing and future programs, preservation, fundraising and development; and implement, monitor, and update plans as necessary. Provide proper fiscal management, control receipts and expenditures, assure that budgeted financial objectives are met, exercise

delegated procurement responsibilities in compliance with established procedures. Apply for, and in conjunction with departmental management, serve as fiscal manager of gifts and grants for Vizcaya, in accordance with County procedures.

- k. File on behalf of Miami-Dade County all reports, applications, and documentation necessary to secure and maintain the accreditation of Vizcaya Museum and Gardens in accordance with County procedures.

5.2 Appointment and Removal of Executive Director. Section 8(c) of Ordinance 98-112.

1. Appointment of Executive Director

The Trust with concurrence of the County Manager shall have the authority to appoint the Executive Director and set the terms of the appointment including salary and benefits.

2. Removal of Executive Director.

The Trust with concurrence of the County Manager shall have the authority to remove the Executive Director.

3. Interim Director

The Trust with concurrence of the County Manager shall have the authority to appoint the Interim Director.

4. Who the Executive Director Reports To

The Executive Director reports directly to the Trust. Section 8 (a) of Ordinance 98-112.

ARTICLE VI
MEETINGS OF BOARD OF TRUSTEES

6.1 Meetings of Board of Trustees

The Trust shall hold regular meetings, no less than six times per year, and such other meetings, as it deems necessary.

6.2 Minutes

Minutes shall be kept of all meetings of the Trust. The main purpose of the minutes is to reflect the actions taken by the Trust regarding motions and resolutions considered. The minutes may also reflect a very brief summary of discussions, but are not intended to reflect debates in their entirety or to constitute a transcript of the debates, as occurs, for example, in the Congressional Record.

Amendments to the Minutes. A motion to amend the minutes shall present the language proposed to be added before any discussion on the motion occurs. If the motion to amend the minutes seeks to add more than fifteen words, the proposed amendment shall be submitted in writing (including e-mail) to the Executive Director's office at least five working hours before the meeting scheduled to review the minutes so that the proposed amendments can be distributed to the other Trust members at the meeting. Unless the additional words are so submitted prior to the meetings, the motion shall not be considered, provided, however, a motion to amend adding more than fifteen words may be

considered if approved with a vote of at least eight members. Such a vote shall be made without discussion.

6.3 Election of Officers

The meeting for the election of officers and for the transaction of such other business as may properly come before the Trustees shall be held on such day in the month of October or November in each year at such time and place as the Board of Trustees shall determine and specify in the notice of meeting.

6.4 Regular Meetings

Regular meetings shall be held on such days, times and places as the Board of Trustees shall determine.

6.5 Special Meetings

Special meetings shall be called at any time by the Secretary, upon the request of the President or upon the written demand of any five Trustees.

6.6 Notice of Meetings

All meetings including committees will require a minimum of three days notice.

6.7 Quorum and Voting

Nine members shall constitute a quorum. No meeting shall begin and no action shall be taken until a quorum is present, except for the presentation of reports and adjournment. No report shall be officially accepted, however, and no formal action on the report or any other matter shall be taken without a quorum. Trustees may not designate alternates to vote on their behalf or vote by proxy.

6.8 Abstaining; presumption of Assent

No Trustee may abstain from voting except for an asserted conflict of interest, which must be stated on the record. A Trustee who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

6.9 Attendance Requirements

Any board member shall be automatically removed if, in a given fiscal year: (i) he or she is absent from two consecutive meeting without an acceptable excuse; or, (ii) if he or she is absent from three of the Board's meetings without an acceptable excuse; or (iii) whether excused or not, he or she misses 2/3rds of the Board's meetings in a given fiscal year. A member shall be deemed absent from a meeting when he or she is not present at the meeting at least seventy-five percent of the time. An "acceptable excuse" is defined as an absence for medical reasons, business reasons, personal reasons, or any other reason which the Trust, by a two-thirds vote of the membership, deems appropriate. By two-thirds 2/3) vote of the members of the full Board of Trustees, the provisions of this section may be waived.

ARTICLE VII COMMITTEES

7.1 Committees

The initial Standing Committees of the Board of Trustees shall be: Executive Committee, Finance and Budget Committee, Membership Outreach and Community Relations Committee, Nominating Committee, Facilities Committee, and Collection Management Committee. The Board of Trustees may establish, from time to time, such additional Standing or ad hoc Committees as shall be deemed appropriate. No authority to act or speak in the name of the Trust shall be delegated to a committee.

The Chairperson shall nominate and the Trust shall appoint the chairperson and members of such committees as the Trust shall find helpful to their mission. Each committee shall be chaired by a duly appointed member of the Trust, however, committee membership may include persons who are not members of the Trust.

Minutes of the proceedings of each Committee of the Trust shall be kept. Committees can conduct informational meetings and workshops without a quorum; however, a committee cannot adopt a formal recommendation to the Trust without a quorum.

7.2 Executive Committee

The Executive Committee shall consist of the officers of the Trust, including the Chairperson, Vice Chairperson, the Chairperson of the Standing Committees, and up to three additional appointees, if requested by the Chairperson of the Trust and affirmed by the Board of Trustees. If the Secretary is a member of the Trust, he or she will also serve as a member of the Executive Committee.

7.3 Finance and Budget Committee

The Chairperson of the Finance and Budget Committee shall give to the Trust independent advice regarding the financial affairs and the annual audit report of Vizcaya Museum and Gardens. The Committee shall advise the Trust how to limit the Trust's investment to those which are permitted under the laws of the State of Florida and to comply with any restrictions on gifts accepted by the Trust.

7.4 Membership Outreach and Community Relations Committee

This Committee will make policy recommendations to the Trust concerning membership, outreach and community relations.

7.5 Nominating Committee

At least thirty days prior to each meeting of the election of officers of the Trust, and as frequently as is necessary to fill vacancies in unexpired terms of Trustees, the Nominating Committee shall prepare and submit to the Trust a slate of nominees for the election of Officers or appointment to the Trust. The Nominating Committee will recommend to the Trust, who shall recommend to the appointing entity, regarding vacancies on the Trust. The recommended slate is

advisory only and Trust shall have the power to nominate and appoint any person otherwise meeting the requirements of law.

7.6 Facility Committee

This Committee will make policy recommendations to the Trust concerning Vizcaya facilities.

7.7 Collection Management Committee

This Committee will make policy recommendations to the Trust concerning Collection Management.

ARTICLE VIII
DUTIES OF OFFICERS

8.1 Election of Officers

At each meeting for the election of Officers of the Board of Trustees, the Board of Trustees shall elect one of its voting members as Chairperson, Vice Chairperson and designate a Secretary who may or may not be a voting member. The Board may also elect any other additional officers deemed necessary. Officers of the Trust shall serve without compensation.

8.2 Duties of Officers

(a) Chairperson

The Chairperson shall preside at all meetings of the Executive Committee, and the Board of Trustees. The Chairperson will be a member of all Committees but will not count for purposes of a quorum.

(b) Vice Chairperson

The Vice Chairperson of the Board shall act as Chairperson of the Board in the absence of the Chairperson and when so acting shall have such responsibilities and powers of the Chairperson. The Vice-Chairperson shall have such duties as may be fixed by the Chairperson or the Board of Trustees.

(c) Secretary

The Secretary shall keep a record in permanent form of all meetings of the Board and shall send out notices of all meetings of the Board of Trustees. The Secretary may or may not be a voting member of the Trust. The Secretary shall maintain a record of attendance of the Trustees at the regularly scheduled Board meetings. The Secretary shall advise the Chairperson and the Board of noncompliance with the attendance requirements.

(d) Treasurer

The Chairperson of the Finance and Budget Committee shall serve as the Treasurer and give independent advice regarding the financial affairs and the annual audit report of Vizcaya Museum and Gardens to the Trust.

ARTICLE IX
INDEMNIFICATION

9.1 Indemnification of Officers and Trustees

The members of the Trust may be included as insureds within the terms of any comprehensive general and professional liability insurance policies adopted by Miami-Dade County for the benefit of the Trust. Members shall, while acting within the scope of their duties, also be entitled to personal liability protection by Miami-Dade County, to the same extent that Miami-Dade employees and agents have such protection. Through the County Budgetary process, the Trust is empowered to obtain such additional Trust member's liability insurance as the Trust shall determine to be necessary, and the expense of such insurance shall be an expense of the Trust.

ARTICLE X
AMENDMENT OF BY-LAWS

The Bylaws of this Trust may be amended provided that any such amendments are presented at a first meeting and adopted at a subsequent meeting.



Draft
Minutes of the Board of Trustees
Vizcaya Museum and Gardens
September 12, 2013

TRUSTEES PRESENT

Leslie Bowe
Carlton Cole
Graciela Cordeiro
Lyse Cuellar-Vidal
Mireille Chancy Gonzalez,
Secretary
Stella Holmes
Megan Kelly
Shawn Khosravi, Treasurer
Donald Kress
Lisa Martinez
Rayfield McGhee, Vice Chair
William Meyersohn
Laura Munilla
Adam Tavakoly
Jose Villalobos, Chairman

TRUSTEES EXCUSED

Max Blumberg
Angel Cabrera
Ruth Clyne
Cathy Jones

Jeffrey Rynor

TRUSTEES ABSENT

None

TRUSTEES PRESENT LESS THAN 75%

None

COUNTY ATTORNEY PRESENT

Tom Robertson

STAFF PRESENT

Luis Correa
Dennis Fruitt
Theresa Gerlach
Joel Hoffman, Executive Director
Remko Jansonius
Ann Loshaw
Wendy Wolf
Gina Wouters

OTHERS PRESENT

None

CALL TO ORDER

The meeting was called to order by Trust Chairman Jose Villalobos at -
5:40 p.m.

MINUTES

Motion to approve the minutes of the July 11, 2013, meeting was made
by Mireille Chancy Gonzalez, seconded by Leslie Bowe, and passed
unanimously.

9/12/13

TREASURER'S REPORT

Financial Update

Treasurer Shawn Khosravi reported that there was no impact to Vizcaya's proposed FY13-14 budget during the BCC's first budget hearing, adding that the second and final budget hearing was scheduled for September 19th, and that Vizcaya staff would continue to work with the County's budget office on further refinements as necessary. Khosravi then provided highlights of the FY12-13 Financial Report included in meeting packets, noting the positive numbers. Khosravi concluded with good news that an end-of-fiscal-year cash balance of \$1.4 million was anticipated.

CHAIR'S REPORT

a. Update on Planning Process

Chairman Villalobos provided a brief update on the planning process, which will play a key role in shaping Vizcaya. He added that during their meeting on July 23, the Vizcayans passed a resolution in support of efforts to restructure and simplify Vizcaya's governance as proposed, while declining the Trust's invitation to serve as Vizcaya's management organization. He noted the other key elements of the resolution including The Vizcayans' commitment to being a strong partner to Vizcaya, and their request for renewal of the Operating Agreement with the Trust.

Mr. Villalobos reported on the August 27 meeting with Mayor Gimenez and Lisa Martinez, wherein the Mayor expressed his support of the plan to restructure Vizcaya's governance, pending review of the details. At that meeting, the Mayor expressed enthusiasm for the general concepts in the updated Master Plan, which includes the creation of a green space in the Village and would bring back "Old Miami." Mr. Villalobos added that he, along with Lisa Martinez and Joel Hoffman, would be meeting on September 23 with County Commission Chairwoman Rebeca Sosa to review these items.

In conclusion, Mr. Villalobos stated that the Sunset Review, the Operating Agreement and the Strategic Plan on this agenda were all direct outcomes of ongoing work of the planning process, and that Joel Hoffman would continue to work on this in the coming weeks and provide updates.

Lastly, Vice Chair Ray McGhee expressed gratitude on behalf of the Trust for the efforts of Lisa Martinez in conveying to the Mayor our vision for Vizcaya's upcoming Centennial. This acknowledgment was followed by a round of applause for Ms. Martinez.

b. Resolution 139210: Waiver of Bid Procedures for Purchase of a Tapestry and Furnishings; and Approving Accession of Same into the Collection of Vizcaya Museum and Gardens

Trust Minutes
9/12/13

Chairman Villalobos introduced Resolution 139210: "Resolution waiving formal bid procedures for the purchase of a tapestry and furnishings in an amount not to exceed \$65,000; and approving the accession of same into the collection of Vizcaya Museum and Gardens."

Executive Director Joel Hoffman provided an overview of this topic, as outlined in the accompanying memorandum, and he circulated photocopies of the furnishings to members.

Hoffman noted that he had communicated individually with members of the Collection Management Committee, all of whom expressed enthusiasm about the impending accessions. Hoffman thanked all involved in the acquisition process, especially Megan Kelly, who had offered her personal financial support.

Carlton Cole, Chair of the Collection Management Committee, recognized that all of the Collection Management Committee members (excepting Max Blumberg) were in attendance at this Trust meeting, and that each of the Committee members had been polled by Joel Hoffman as noted above.

In lieu of holding a separate Committee meeting, Carlton Cole made a motion seeking Collection Management Committee approval to advance this item to the full Trust. The motion was collectively seconded by all Collection Management Committee members present: Mireille Chancy Gonzalez, Stella Holmes and Megan Kelly. Motion passed by all Committee members present.

Upon approval of the foregoing motion, this item was put to a vote as follows:

A motion to approve Resolution 139210 was made by Carlton Cole and seconded by Leslie Bowe. Motion passed unanimously.

c. Motion 139207: Sunset Review of Vizcaya Museum and Gardens Trust

Chairman Villalobos introduced Motion139207 that: "The Vizcaya Museum and Gardens Trust approves the Sunset Review of County Boards Questionnaire in substantially the form attached."

Following Chairman Villalobos's brief presentation of this item, Executive Director Hoffman called attention to the response to question #5, noting plans for reorganizing Vizcaya.

With there being no further discussion, this motion was put to a vote as follows:

A motion to approve Motion139207 was made by Adam Tavakoly and seconded by Lyse Cuellar-Vidal. Motion passed unanimously.

d. Motion139208: Adoption of the FY13/14 - FY17/18 Strategic Plan

Chairman Villalobos introduced Motion139208 that: "The Vizcaya Museum and Gardens Trust hereby adopts and commits to advancing the FY13/14 - FY17/18 Strategic Plan, entitled 'A Strategic Plan for the Second Century,' in substantially the form attached. In so doing, the Trust approves the revised Vision Statement included therein. The Trust acknowledges that the details of the Strategic Plan are subject to change and refinement, and hereby requests that the Executive Director provide regular Plan updates at meetings of the Trust."

Executive Director Joel Hoffman provided a brief presentation on the Strategic Plan's four basic goal areas: Preservation, Engagement, Organizational Structure, and Financial Resources, as outlined in the plan's Summary document included in meeting packets. He noted that this represented the last product generated through the yearlong consultancy with WolfBrown.

Laura Munilla suggested an amendment to include the words "building awareness" as part of Goal II.

Following brief discussion, this motion was put to a vote as follows:

A motion to approve Motion139208, as amended, was made by Adam Tavakoli and seconded by Lyse Cuellar-Vidal. Motion passed unanimously.

e. Resolution 139209: Vizcayans' 2013-2016 Operating Agreement

Chairman Villalobos introduced Resolution 139209: "Resolution approving a three-year Operating Agreement between the Vizcaya Museum and Gardens Trust and The Vizcayans, Inc., providing that more than \$700,000 be contributed on behalf of Vizcaya; authorizing the Chair of the Trust to execute such agreement and the Executive Director to exercise all other rights contained therein; and expressing gratitude to The Vizcayans for their support of Vizcaya Museum and Gardens on behalf of the citizens of Miami-Dade County for over 50 years."

Chairman Villalobos provided a brief summary of the information included in the resolution's accompanying memorandum. He stated that the Trust Ad Hoc Operating Agreement Committee, consisting of Shawn Khosravi, Ray McGhee, and himself, recommended approval of the Operating Agreement, which had also received unanimous approval by The Vizcayans' Board on September 10, 2013.

Discussion entailed only expressions of gratitude by several members about the collaborative spirit between both groups that resulted in a very positive outcome. Executive Director Hoffman gave special thanks to the Ad Hoc Operating Agreement Committee and Assistant County Attorney Tom Robertson.

A motion to approve Resolution 139209 was made by Leslie Bowe and seconded by Mireille Chancy Gonzalez. Motion passed unanimously.

SUPPORT GROUP/VOLUNTEER REPORTS

a. The Vizcayans

Leslie Bowe thanked everyone involved in the Operating Agreement renewal process. He then reported on upcoming events: Halloween Party on October 26 (tickets available online), and The Vizcayan Ball on November 23. Lastly, Bowe distributed invitations for a Fendi-sponsored fundraising event on September 19, with a portion of the event proceeds going to The Vizcayans.

With this being Mr. Bowe's last meeting as President of the Vizcayans, Chairman Villalobos thanked Mr. Bowe personally and on behalf of the Trust for all of his contributions and participation during his two-year term. Executive Director Hoffman added that Mr. Bowe had been a tireless advocate and a good friend to this organization. These well wishes were followed by a round of applause.

b. Vizcaya Volunteer Guides

Graciela Cordeiro reported that she and Volunteer Guides Sharon Hartley, Kathy Heinly, Jo Mobley and Guiding Programs Manager Mark Osterman would be attending the National Docent Symposium in San Francisco, October 16-20. She noted that they would be participating in a panel discussion on the topic of docents supporting change.

Ms. Cordeiro concluded her report with the following tour statistics:

May 2013: 154 tours were provided for a total of 2,996 visitors on tours.

June 2013: 89 tours were provided for a total of 1,966 visitors on tours.

July 2013: 87 tours were provided for a total of 2,118 visitors on tours.

August 2013: 84 tours were provided for a total of 2,079 visitors on tours.

EXECUTIVE DIRECTOR'S REPORT

Hoffman began by commending the Volunteer Guides' organization on their plans to participate in the upcoming National Docent Symposium and he expressed appreciation for the nature of their presentation. He added that he had recently been invited to serve on a panel for the Florida Association of Museums, on the topic of museums with government oversight.

a. Grants and Donation Report

Hoffman referred to the Grants and Donation Report included in meeting packets, calling attention to the \$50,000 gift from the Tomlinsons for the completion of updates to Vizcaya's master plan.

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b. Staff Highlights Report

Hoffman referred members to the Staff Highlights report as e-mailed and included in meeting packets.

Hoffman encouraged members to take a look at the recently conserved fireplace in the Living Room of the Main House.

Hoffman provided an update on the portrait of a "Mrs. Frampton," which had been returned to the representatives of the lender's heirs, having been on loan to Vizcaya since 1983. He thanked all those involved with the transfer (since the early 1990s), including Collections and Curatorial Affairs Director Remko Jansonius, our current and former County Attorneys and former Trust member Mark Bisbing. He stated that Vizcaya had received a \$10,000 check for back storage fees.

Hoffman reported that a contractor would soon be selected for the seawall project and the North Garden restoration, and he thanked Megan Kelly for having introduced Vizcaya to the Florida Inland Navigation District (FINN) as a funder.

Relating to the Master Plan, Hoffman talked about the idea of a public green space or agricultural landscape in downtown Miami. He commented that the Learning Division and the Chief Horticulturist recently began a very informal collaboration with Slow Foods Miami, and through a grant from Whole Foods, have quickly established a pilot community garden on the west side of the property. Hoffman then suggested a walk-around of the Village buildings at the next Trust meeting.

ADJOURNMENT

Motion to adjourn was made by Carlton Cole and seconded by Lyse Cuellar-Vidal, with unanimous consent, at 6:35 p.m.

2013 MEETING SCHEDULE

The upcoming meeting schedule is as follows. Meetings begin at 5:30 p.m., and the location (Courtyard or Garage) will be announced prior to each meeting.

Thursday, November 14, 2013